

**BY-LAWS
OF
WESTFIELD BAND BOOSTERS ASSOCIATION, Inc.**
Dated 4/14/04; amended 12/19/16

**ARTICLE I
Identification**

Section 1.01 Name. The official name of this organization shall be Westfield Band Boosters Association, Inc. ("WBBA").

Section 1.02 Principal Office. The principal office of WBBA shall be at Westfield High School, 18250 North Union Street, Westfield, Indiana 46074.

**ARTICLE II
Purpose**

Section 2.01 Purpose. The purpose of the WBBA is to assist and financially support the Westfield High School Instrumental Music Program and instructors; to promote and stimulate interest in music and related talents in the public schools and community; to raise funds for the Westfield High School Instrumental Music Program, all within the purposes allowed under IRS Code Section 501(c)(3).

Section 2.02 Definitions. Westfield High School Instrumental Music Program ("IMP") is defined as all programs under the auspices of the WHS IMP directors; but not limited to Band, Guard, Drum Line, Jazz Band.

**ARTICLE III
Activities Consistent with Section 501(c)(3) Internal Revenue Code**

Section 3.01 Prohibition of Political and Other Activities Inconsistent with Tax Exempt Status. No part of the earnings of the WBBA shall be to the personal benefit of, or be distributable to its members, trustees, Board Members or other private persons except that the WBBA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in the furtherance of the purposes set forth in Article II of the By-Laws and Article II of the Articles of Incorporation.

No substantial part of the activities of the WBBA shall be for conducting or disseminating propaganda, or otherwise attempting to influence legislation. The WBBA shall not participate in, nor intervene in any political campaign, including but not limited to the publication or distribution of statements on behalf of any candidate for public office.

Notwithstanding any other provisions of the Bylaws and Articles of Incorporation, the WBBA shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal income tax code; nor any activities not permitted under Section 170(c)(2) of the Indiana Revenue Code or corresponding section of any future tax code.

Section 3.02 Distribution of Assets on Dissolution. Upon the dissolution of the WBBA the assets shall be distributed to the Westfield High School Music Department for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law.

ARTICLE IV
Membership

Section 4.01 Qualifications. All parents/guardians of IMP students currently enrolled in the program and who have paid their student IMP fees shall be considered members of the WBBA. The Board of Directors shall determine the IMP Fees on an annual basis, based on the needs of the program.

Section 4.02 Voting Rights. Members shall have voting rights on any matter placed before the membership for a vote by the Board of Directors, in accordance with the Articles of Incorporation. Each family unit shall have 1 vote per IMP student.

ARTICLE V
Meetings of the Members

Section 5.01 Annual Meeting.

A. The Annual Meeting of the WBBA shall be held on the third Monday of March, but if such day is a legal holiday or conflicts with IMP events, then on the next Monday that is not a legal holiday, or at such date and time as the board may designate.

B. The purpose of the meeting is the annual election of Board Members, the annual fiscal review, and transacting other business as may properly be brought.

Section 5.02 Voting.

1. Votes: All voting may be by secret ballot. For elections, a member may vote for as many Board Members as there are positions being filled. A nominee shall only be a Board Member if they receive affirmative votes from a majority of members who cast votes during the election.

2. Quorum. A quorum shall be 5% of the eligible votes defined as 1 (one) vote per IMP student. A quorum of the members is necessary for the transaction of all business at a members meeting.

3. Proxy. Voting by written proxy is permitted. A member or Board Member may appoint a proxy to vote or otherwise act for them by personally signing an appointment form. An appointment of a proxy is effective when received by the Secretary or agent authorized to tabulate votes. An appointment is valid only for 3 months from its date or, if undated, from the date it is first received by the Secretary or agent. An appointment of proxy is revocable by the member.

Section 5.03 Regular Meetings. The meetings of the WBBA shall be held monthly at such date and time as the WBBA board may designate. The purpose of the regular meetings is for dissemination of information, discussion and communication of WBBA business.

Section 5.04 Special Meetings. The President and/or any three Board Members may call special meetings at any time or at such time when the Secretary of the WBBA board is presented a petition with signatures of twenty (20) percent of the voting members with a designated purpose for the meeting.

Section 5.05 Notice of Meeting. Notice shall be as follows:

(a) Notice of a special meeting must include a description of the purpose for which the meeting is called.

- (b) Notice of an annual meeting must include a description of any matter or matters to be considered at the meeting that must be approved by the members.
- (c) If written, the notice shall state the date, time, and place of each annual, regular, and special meeting of the members and shall be sent by email or first class mail or other reasonable service to one or more addresses of record per family having one or more IMP students not less than five (5) calendar days before such meeting.
- (d) Notice of the meeting is required for the annual meeting and any other meeting at which a matter is placed before the Board of Directors or membership for a vote.

Section 5.06 Waiver of Notice. A member's or Board Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting. A Board Member may waive notice of a meeting in writing if signed by the Board Member entitled to the notice and delivered to the Secretary for inclusion in the minutes or filing with WBBA records.

Section 5.07 Order of Exercise. The following is the guideline to be used at a meeting of the Board of Directors and/or members:

1. Call to order
2. Report of the Secretary
3. Report of the Treasurer
4. Report of Committees
5. Old Business
6. New Business
7. Announcements
8. Adjournment

ARTICLE VI Board of Directors

Section 6.01 Board Member Qualifications. A nominee must be a member in good standing.

Section 6.02 Number and designation. The Board of Directors of the organization will include four (4) officers serving as President, Vice-President, Secretary, and Treasurer, and no more than eleven (11) additional elected Board Members.

Section 6.03 Term of Office. The terms of office for Board Members and officers are one year, beginning on June 1 following the meeting at which they are elected. An officer may hold the same office no more than two (2) consecutive terms, but may be re-elected and serve in another position or, if no other qualified person is found, in their current position. A Board Member may serve on the Board of Directors for a maximum of six (6) consecutive terms.

Section 6.04 Board Member Nominations. The sitting Board of Directors shall nominate a slate of individuals for service as Board Members during the following business year. The slate shall contain at least as many names as there are positions to be filled. The Board of Directors shall present the slate of nominees to the Secretary not less than fifteen (15) days before the election. Nominations may be made other than one(s) recommended by the Board of Directors at the time of the election meeting or by filing the name(s) with the Secretary at least seven (7) days before the election.

Section 6.05 Removal. Any officer or Board Member may be removed with or without cause, by affirmative votes of a majority of the Board Members present at any meeting of the Board of Directors.

Section 6.06 Vacancies. If an officer or Board Member position becomes open before the term is fulfilled, the board may appoint a person by a majority vote of the remaining Board Members to finish out the term.

Section 6.07 Advisory Officers. The band directors shall be ex-officio (non-voting) members of the WBBA Board of Directors and each committee.

Section 6.08 Bonding of Officers. The bonding of officers and Board Members whose signatures are on file at each bank holding WBBA funds is required. This cannot be changed without approval of the Board of Directors.

ARTICLE VII Board Meetings

Section 7.01 Quorum. A quorum for a meeting of the Board of Directors shall be a simple majority of the Board Members. A quorum of the Board Members is necessary for the transaction of all business. If a quorum is present when a vote is taken, the affirmative vote of the majority of Board Members present is the act of the Board of Directors.

Section 7.02 Meetings of the Board. The meetings of the Board of Directors are to be held prior to the regular meetings of the membership.

Section 7.03 Policies and Procedures. The Board of Directors may develop policies and procedures, not inconsistent with these bylaws, which shall govern operations of the organization.

ARTICLE VIII Powers and Duties of the Officers/Board Members

Section 8.01 President. The President shall be the chief officer of the WBBA. He/she shall preside at all meetings of the members and the Board of Directors, and shall direct the policies and management of the WBBA. He/she shall be an ex-officio member of all committees and be chair of none. The President may appoint committee chairpersons as needed. The President also has the authority as delegated by the Board of Directors to agree upon and execute all leases, contracts, other evidences of indebtedness, other obligations, and such other powers as the Board of Directors may from time to time prescribe.

Section 8.02 Vice-President. The Vice-President shall be vested with all the powers and shall perform all duties of the President whenever necessary in the absence of the President or in the inability to act by the President or as delegated by the President. He/she shall preside over the Fundraising Committee. The Vice-President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 8.03 Secretary. The Secretary shall keep or cause to be kept a true, complete and permanent record of the proceedings of meetings of the members and of the Board of Directors, and other such written matters as required by these by-laws or by the Board of Directors. The Secretary shall be in charge of such books and papers as the Board of Directors may direct. All of the books and papers of the WBBA shall at reasonable times be open to the inspection by any member of the WBBA.

Section 8.04 Treasurer. The Treasurer shall be entrusted with the receipt, care, and disbursement of funds. The Treasurer shall maintain a correct and complete record of the accounts showing accurately at all times the financial condition of the WBBA. The Treasurer shall be the legal custodian of all monies,

notes, securities and other valuables that may from time to time come into possession of WBBA and will be subject to control by the President and Board of Directors. The Treasurer shall immediately deposit all funds coming into his/her hands in a bank insured under the FDIC and approved by the Board of Directors. The Treasurer shall also be the Chairperson for the Budget Planning Committee. The Treasurer will furnish a financial report at each WBBA regular meeting and must make the financial books and records available at reasonable times for inspection by the members of the WBBA.

Section 8.05 Non-Officer Board Members. The remaining non-officer Board Members will serve as chairpersons of committees as assigned by the President.

Section 8.06 Officers. The Board of Directors shall select officers to fill the above-referenced positions from their number.

ARTICLE IX Assets and Finances

Section 9.01 Fiscal Year. The fiscal year shall be June 1 through May 31.

Section 9.02 Budget. Prior to the end of each fiscal year, an annual budget for the next fiscal year will be drawn up by the Budget Planning Committee for approval by the Board of Directors for presentation and approval at the annual meeting.

Section 9.03 Spending. Any purchase of a budgeted item requires preapproval by the Treasurer. Purchases of budgeted items totaling more than \$1000 (\$2500 for concession items) require the approval of the President and Treasurer. Purchases of unbudgeted items require the approval of the Board of Directors.

Section 9.04 Restrictions on Loans. No loans shall be contracted on behalf of the corporation and no indebtedness shall be issued or incurred in its name unless authorized by resolution of the Board of Directors. Such resolution may grant general authority or may be confined to specific instances.

Section 9.05 Audit Committee. A committee may be appointed to review the financial books and records of the organization. The Treasurer cannot be a member of this committee. However, the committee must include a member of the Board of Directors.

ARTICLE X Amending the By-Laws

Section 10.01 Amendments. The By-Laws can be amended by giving a written notice to the Board of Directors at a regular meeting at least two months prior to the meeting at which the vote is taken on the amendment. The amendment can pass with a three-fourth (3/4) vote of the Board Members present. These By-Laws will be effective upon approval by the Board of Directors.

I attest that these By-laws were approved by a majority vote of the Board of Directors this 17th day of May, 2004.

Bruce A. Kelly
Director
Beverly J. Padden
Director
Leslie McNutt
Director
Kimberly E. Sanborn
Director

Janet L. Ahn
Director
Stacy
Director
David W. Fochler
Director
[Signature]
Director

I attest that these By-Laws were amended as shown above by at least a three-fourths (3/4) vote of the members of the Board of Directors who were present this ____ day of _____, 201__.

_____ Director	_____ Director
_____ Director	_____ Director
_____ Director	_____ Director
_____ Director	_____ Director
_____ Director	_____ Director